

Hearing Date and Time: July, 31 2019 at 10:00 a.m. (Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	: Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:
	: Case No. 18-23538 (RDD)
	:
Debtors. ¹	: (Jointly Administered)
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**TRANSFORM HOLDCO LLC'S NOTICE OF ADJOURNED HEARING FOR
ASSUMPTION AND ASSIGNMENT OF LEASE
SUBJECT TO BANKRUPTCY CODE SECTION 365(d)(4) EXTENSION**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “Amended Case Management Order”) and the *Order (I) Authorizing Assumption and Assignment of Certain Executory Contracts and Leases and (II) Granting Related Relief* (ECF No. 3008) (the “Assumption and Assignment Order”), Transform Holdco LLC (the “Buyer”) hereby files this Notice of Hearing (the “Notice”) to provide notice to the counterparty to that certain Designatable Lease (the “Lease”) between Debtor Kmart Corporation and Midwood Management Corporation (“Landlord”) subject to extension of the Bankruptcy Code Section 365(d)(4) period for assumption or rejection of any non-residential lease of real property of the Buyer’s intention to go forward with a hearing (the “Hearing”) to resolve any outstanding objections to the assumption and assignment of the Lease. The Hearing, previously scheduled for July 19, 2019 at 10:00 a.m. (Eastern Time) is to be held before the Honorable Robert D. Drain, United States Bankruptcy Court, 300 Quarropas Street, White Plains, New York (the “Bankruptcy Court”) on **July 31, 2019 at 10:00 a.m. (Eastern Time)**. The Landlord and Buyer have agreed to this Hearing date and time.

PLEASE TAKE FURTHER NOTICE that the *Order (I) Authorizing Assumption and Assignment of Certain Executory Contracts and Leases and (II) Granting Related Relief*, entered on April 2, 2019 (ECF No. 3008, the Assignment Procedures Order”) permits the Debtor to assume and assign certain executory contracts and unexpired leases upon notice to the relevant counterparties. The Assignment Procedures Order provides that where timely objections to a notice of assumption and assignment are filed, such objections may be heard by filing a notice of hearing with the Court on at least ten (10) days’ notice.

PLEASE TAKE FURTHER NOTICE that the Court previously held a hearing with

respect to the majority of Designatable Leases between the Debtors and counterparties on May 8, 2019 (the “Initial Assumption Hearing”) after which the Court entered the *Order (I) Authorizing Assumption and Assignment of Certain Leases and (II) Granting Related Relief* on May 13, 2019 (ECF No. 3850) overruling certain objections to assumption of certain Designatable Leases and authorizing the Debtors to assume and assign certain Designatable Leases to the Buyer or the Buyer’s assignee.

PLEASE TAKE FURTHER NOTICE that pursuant to the *Order Stipulation and Order by and Among Sellers, Buyer and Landlord Midwood Management Corporation (i) Extending Time Under 11 U.S.C. § 365(d)(4) for Assumption or Rejection of Lease of Nonresidential Real Property and (ii) Setting Briefing Schedule* (ECF No. 4398), the Section 365(d)(4) deadline for assumption or rejection of the Lease has been extended through July 31, 2019.

PLEASE TAKE FURTHER NOTICE that the Buyer continues to work with the Landlord to resolve certain objections and may resolve certain objections related to the appropriate Cure Amount prior to the Hearing. The Buyer or Debtors will update the hearing agenda in advance of the Hearing pursuant to the Amended Case Management Order to reflect any resolutions of pending informal or formal objections of the Landlord.

Dated: July 16, 2019

/s/ Luke A. Barefoot

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